



**Western Pacific
Railroad Company**
"THE FEATHER RIVER ROUTE"

Law Department
526 Mission Street
San Francisco, CA 94105
Telephone 415 982-2100

3-126A157

NO **MAY 6 1983**
Date _____
Fee \$ 10.00
O.H.
ICC Washington, D. C.

Walter G. Treanor
Sr. Vice President-Law
Katherine M. Griffin
Eugene J. Toler
Anthony C. Ching
General Attorneys

May 3, 1983

File 6116-77

Honorable A. L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 11662-F

MAY 6 1983 3 30 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Mergenovich:

Enclosed for recording with the Interstate Commerce Commission are four (4) originals of a statement of new numbers. This statement relates to the following:

1. Parties to the transaction:

A. Mercantile-Safe Deposit and Trust Company, Two Hopkins Plaza, Baltimore, Maryland 21203, Agent and Vendor.

Morrison-Knudsen Company, Inc., One Morrison-Knudsen Plaza, Boise, Idaho 83729, Builder.

The Connecticut Bank and Trust Company, One Constitution Plaza, Hartford, Connecticut 06115, Trustee and Vendee.

B. The Western Pacific Railroad Company, 526 Mission Street, San Francisco, CA 94105, Lessee.

The Connecticut Bank and Trust Company, One Constitution Plaza, Hartford, Connecticut 06115, Trustee and Lessor.

2. Prior Recording

Reconstruction and Conditional Sale Agreement dated as of March 15, 1980, between Mercantile-Safe Deposit and Trust Company, Morrison-Knudsen Company, Inc., and The Connecticut Bank and Trust Company, recorded with the Interstate Commerce Commission on April 10, 1980, and assigned Recordation No. 11662.

Transfer Agreement dated as of March 15, 1980, to Mercantile-Safe Deposit and Trust Company from The Connecticut Bank and Trust Company recorded with the ICC on April 10, 1980, and assigned Recordation No. 11662-A.

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RECEIVED
FEE OPERATION BR.
I.C.C.

Lease of Railroad Equipment dated as of March 15, 1980, between The Western Pacific Railroad Company and The Connecticut Bank and Trust Company recorded with the ICC on April 10, 1980, and assigned Recordation No. 11662-B.

Assignment of Lease and Agreement dated as of March 15, 1980, between The Connecticut Bank and Trust Company and Mercantile-Safe Deposit and Trust Company, recorded with the ICC on April 10, 1980, and assigned Recordation No. 11662-C.

3. Description of document

Statement of New Numbers for the following equipment:

17 GP 35 diesel locomotives; AAR mechanical designation BB; Old Road Numbers - WP 3001-3006, 3008-3010, 3012-3015, 3017, 3019, 3020, 3022; New Road Numbers - WP 782-787, 788-790, 791-794, 795, 796, 797, 798.

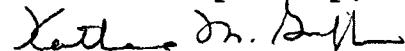
15 GP 40 diesel locomotives; AAR mechanical designation BB; Old Road Numbers - WP 3501-3504, 3506-3516, both inclusive; New Road Numbers - WP 651-665, both inclusive.

Identifying Marks: The words, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission" printed on each side of each unit.

Also enclosed is this Company's voucher in the sum of \$10.00 payable to the Interstate Commerce Commission being the prescribed fee for filing and recording the foregoing document.

Please return the original and extra counterparts with recordation data stamped thereon to Katherine M. Griffin, Law Department, The Western Pacific Railroad Company, 526 Mission Street, San Francisco, CA 94105. We are enclosing a self-addressed stamped envelope.

Yours very truly,



Katherine M. Griffin

KMG:mgv

Enclosure

11662-F
 MAY 6 1983 3 10 PM
 INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS FOR
 EQUIPMENT SUBJECT TO

RECONSTRUCTION AND CONDITIONAL SALE AGREEMENT
 DATED AS OF MARCH 15, 1980 BETWEEN MERCANTILE-
 SAFE DEPOSIT AND TRUST COMPANY AS AGENT AND
 VENDOR, MORRISON-KNUDSEN COMPANY, INC. AND THE
 CONNECTICUT BANK AND TRUST COMPANY AS TRUSTEE
 AND VENDEE, RECORDED WITH THE INTERSTATE
 COMMERCE COMMISSION ON APRIL 10, 1980 AND
 ASSIGNED RECORDATION NUMBER 11662.

2. LEASE OF RAILROAD EQUIPMENT DATED AS OF MARCH 15,
 1980 BETWEEN THE WESTERN PACIFIC RAILROAD COMPANY
 AS LESSEE AND THE CONNECTICUT BANK AND TRUST
 COMPANY AS TRUSTEE AND LESSOR, RECORDED WITH THE
 INTERSTATE COMMERCE COMMISSION ON APRIL 10, 1980
 AND ASSIGNED RECORDATION NUMBER 11662-B.

The following described units equipment subject to the
 above-mentioned Reconstruction and Conditional Sale Agreement
 and Lease of Railroad Equipment are renumbered as follows:

| <u>No. of Units</u> | <u>Description</u> | <u>Old Road Numbers (both inclusive)</u> | <u>New Road Numbers (both inclusive)</u> |
|---------------------|-----------------------------|--|--|
| 17 | GP 35 diesel locomotives | WP 3001-3006 3008-3010 3012-3015 3017 3019 3020 3022 | WP 782-787 788-790 791-794 795 796 797 798 |
| 15 | GP 40 diesel locomotives | WP 3501-3504 3506-3516 | WP 651-665 |

Dated: May 3, 1983

THE WESTERN PACIFIC RAILROAD COMPANY

By

R. W. Stumbo, Jr.
 R. W. Stumbo, Jr.
 Vice President-Finance

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 3rd day of May, 1983,
before me personally appeared R. W. STUMBO, JR. to me
personally known, who being by me duly sworn, says that he is
the Vice President-Finance of THE WESTERN PACIFIC RAILROAD
COMPANY, that the seal affixed to the foregoing instrument is
the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged that
the execution of the foregoing instrument was the free act and
deed of said corporation.

Mariane Lorette Foulis
Notary Public

My commission expires Dec. 14 1983.

